Registering a Foreign For-Profit Corporation

A step-by-step guide to using the Secretary of State's Online Business Filing System

BUSINESS SERVICES

MISSOURI
SECRETARY
OF STATE

This guide is designed to help individuals navigate the Missouri Secretary of State's online business filing system to file a Foreign General Business – For-Profit Corporation. Please view our FAQ page with further explanation regarding the difference between domestic and foreign entities.

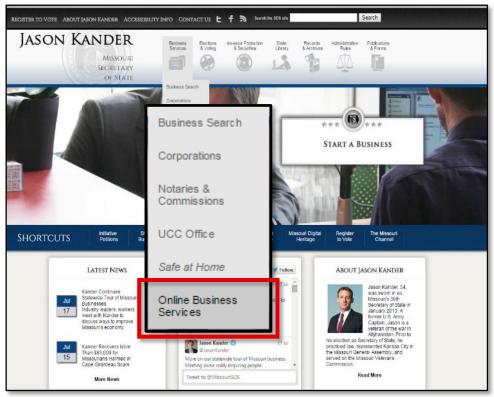
Please consult an attorney and accountant before filing with our office. Choosing the proper business entity for you and your business is an extremely important decision that must be tailored to every person's unique needs and circumstances. This guide does not provide tax or legal advice. It is only designed to navigate the Missouri Secretary of State's online filing system.

Please give us a call at 1-866-223-6535 or email us at corporations@sos.mo.gov if you have any questions about the registration process.

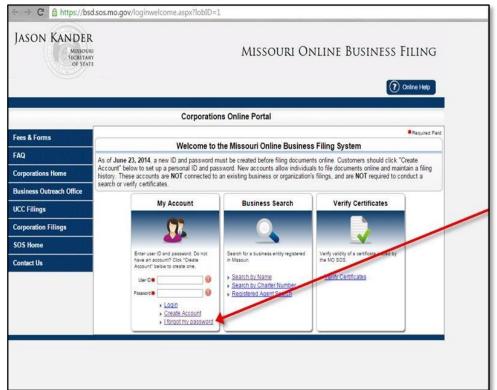
Links to additional business resources are listed on the final page.



Step 1 Go to www.sos.mo.gov.



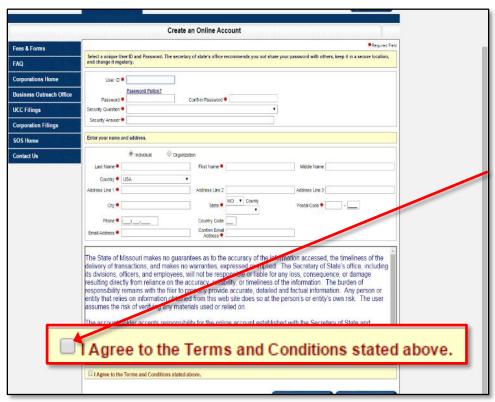
At the top, under "Business Services," mouse over and select the last option in the drop down menu titled, "Online Business Services."



Step 3

Log into the online system. Each user must create an individual account. These accounts are unique and are separate from information associated with a business entity. If you already have an account and know your username and password, type them into the appropriate fields and click "Login."

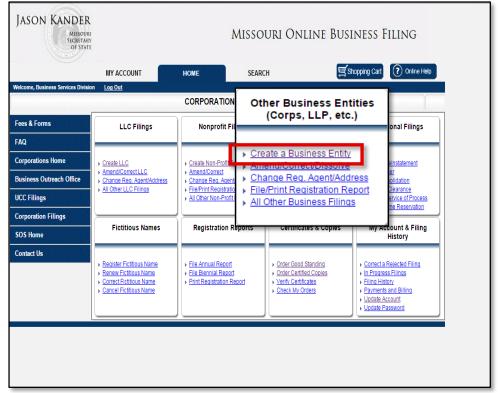
- If you do not remember your password, select "I forgot my password" and a temporary password will be emailed to you.
- If you do not remember your username, you will need to call our office for assistance at 1-866-223-6535 or create a new account.
- If you do not have an account, click "Create Account" to get started.



Step 3 (cont.)

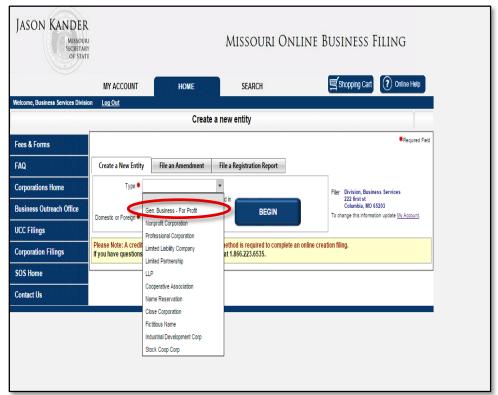
Enter all the appropriate information into the boxes provided.

Check the box stating "I agree to the Terms and Conditions stated above" and click "Create Account".

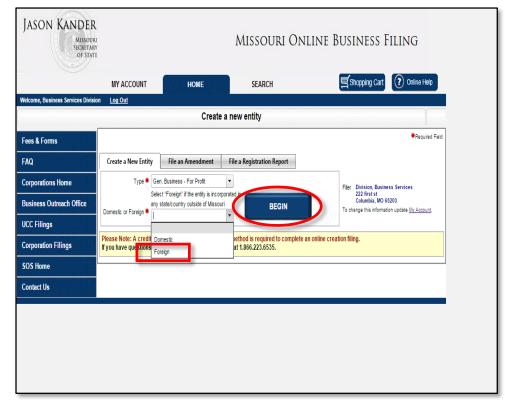


Step 4

After you have successfully logged in, you will be directed to the filing "Home" tab. Locate the box titled "Other Business Entities" and click the first option: "Create a Business Entity".



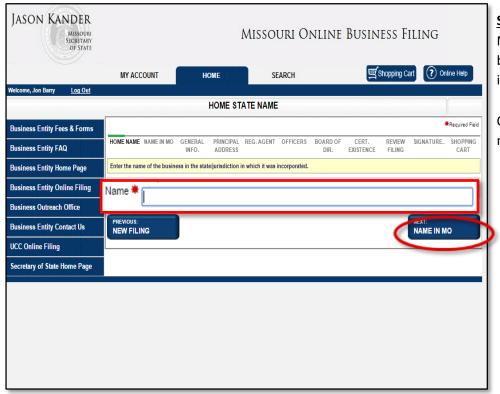
From the "Type" dropdown list, select the first option, "Gen. Business - For Profit".



Step 6

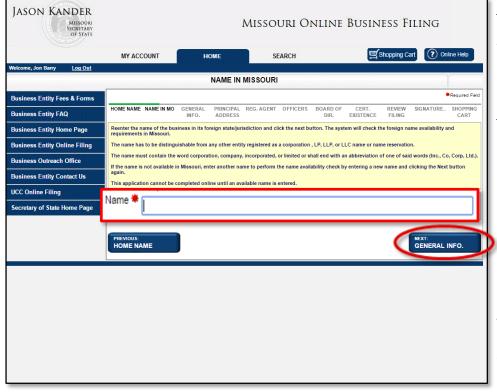
From the "Domestic or Foreign" dropdown menu, select "Foreign". Please view our FAQ page for an explanation of the difference between domestic and foreign entities.

Click "BEGIN".



Next, you will add the name of the business in the jurisdiction in which it was originally incorporated.

Once you've entered your business name, click "NAME IN MO".



Step 8

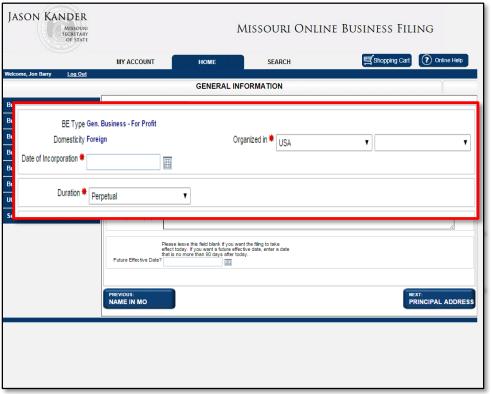
Next, you must reenter the name of the business as it was entered in Step 7 and check the name's availability by clicking "GENERAL INFO".

IMPORTANT NOTES

- The name must contain the word "corporation, company, incorporated, or limited or shall end with an abbreviation of one of said words (Inc., Co, Corp, Ltd).
- As a foreign corporation in MO, the business must register the name as it exists in the foreign jurisdiction if that name is available.

The system will verify the availability of that name and, if confirmed, you will continue to the next step.

If the foreign registered name is not available, repeat the instructions in this step until an available name is found.

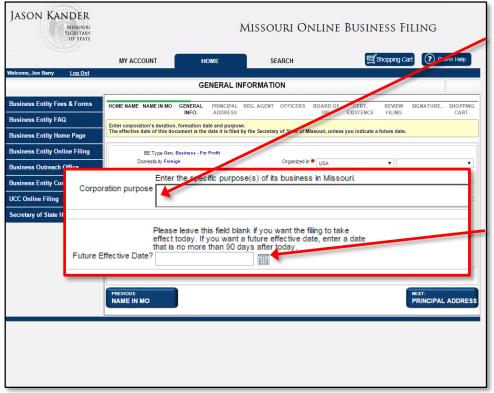


Step 9a

Enter the business's original date of incorporation, the country in which it was organized, and its duration (how long the business will operate before it dissolves). If the business was formed in the United States, you must also include the state or territory.

You have two choices for the duration:

- Perpetual: the business will continue to exist until it is actively dissolved.
- Date: the business will dissolve upon a specified date. If you choose this option, you will be prompted to choose a date from a calendar.



Step 9b

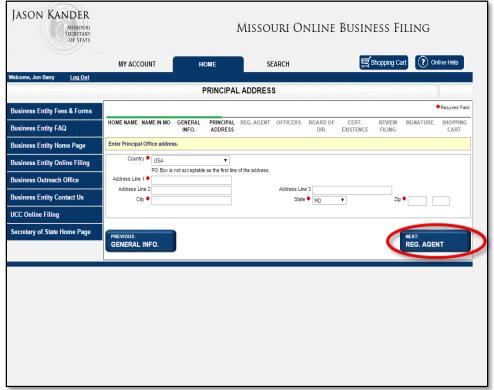
Specify a purpose for which the corporation shall be organized in Missouri.

You may list a specific purpose directly related to your company's business or endeavor. You may supplement that with, or solely state, that the company's business is to transact any or all lawful business for which a general business corporation may be organized under Missouri law.

If you don't want the filing to take effect today, you will need to indicate a future effective date. Click on the calendar icon and choose a future date.

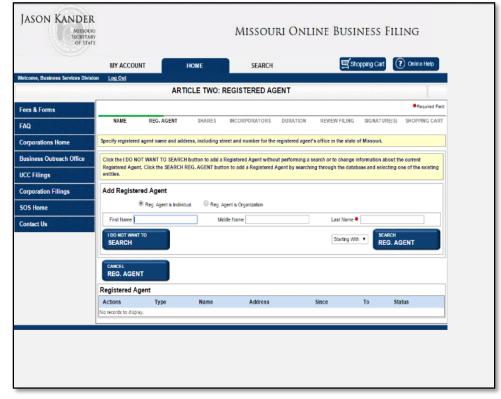
If you do want the filing to take effect today, leave this field blank.

To continue, click "PRINCIPAL AD-DRESS".



Enter the information for the principal address of the business.

When complete, click "REG. AGENT" to continue.



Step 11a

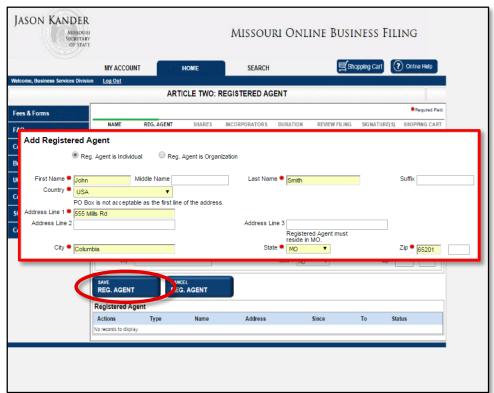
Specify a registered agent.

A registered agent is an individual/organization who receives all notifications of due process for the company.

Read more about registered agents.

- Click "I DO NOT WANT TO **SEARCH**" to add a Registered Agent without searching.
- Click "SEARCH REG. AGENT" to search the database and selecting a registered agent.

NOTE: A registered agent must consent to being the registered agent for your business.



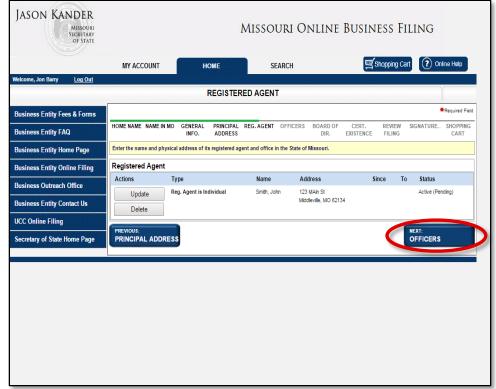
Step 11b

Clicking "I do not want to search" will force you to enter the registered agent's information.

A physical address is required. A PO Box may only be used if a physical address is also provided on line 1.

The use of the physical address of a UPS Store or similar mailing/receiving/forwarding service for the registered agent's address is prohibited.

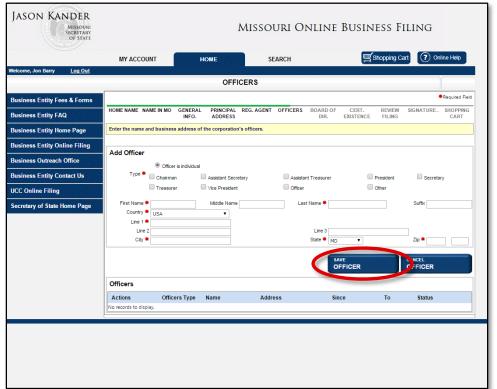
Enter the appropriate information for your registered agent. When finished, click "SAVE REG. AGENT".



Step 12

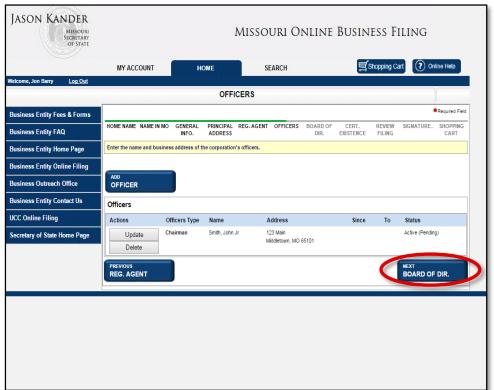
Once saved, you can review and edit the Registered Agent information. From here, you may click "Update" to change the information, or click "Delete" to search for or reenter the Registered Agent information.

Click "OFFICERS" to continue.



Complete the information for each corporate officer as applicable.

Once complete, click "SAVE OF-FICER" to continue.

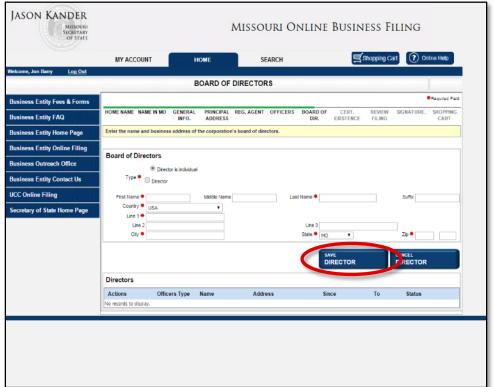


Step 14

To add an additional officer, click "ADD OFFICER".

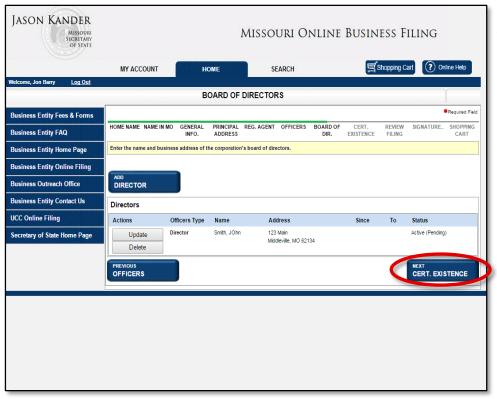
Review the information for the officers. If necessary, you may update or delete a record.

Once you have completed the information for all of the company's officers, click "BOARD OF DIR." to continue.



Enter the information for each member of the board of directors.

Click "SAVE DIRECTOR" to continue.

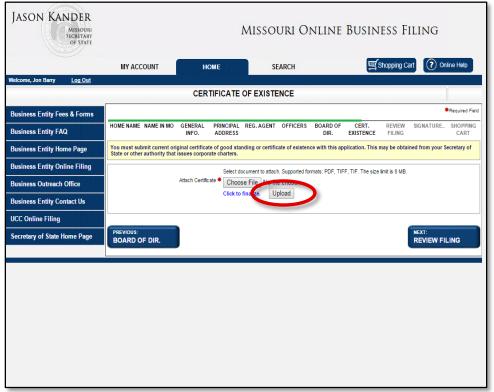


Step 16

To add an additional director, click "ADD DIRECTOR".

Review the information for the directors. If necessary, you may update or delete a record.

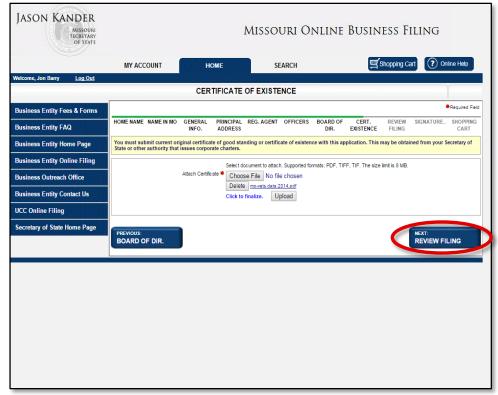
Once you have completed the information for all of the company's directors, click "CERT. EXISTENCE" to continue.



Step 17a

Upload a current certificate of good standing or certificate of existence. This certificate can be obtained from the secretary of state or other authority in the jurisdiction of original incorporation.

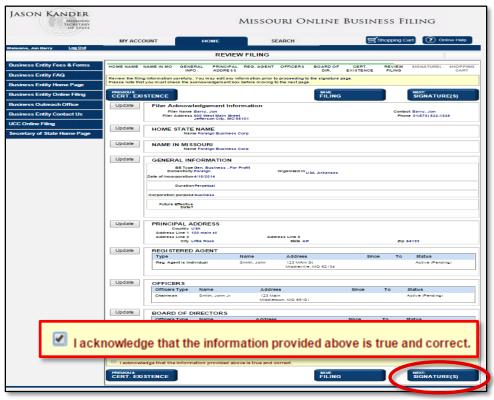
The file type must be PDF, TIFF, or TIF only. Choose the appropriate file from your computer and click "Upload".



Step 17b

Once the file is uploaded, you will have the option delete it if necessary.

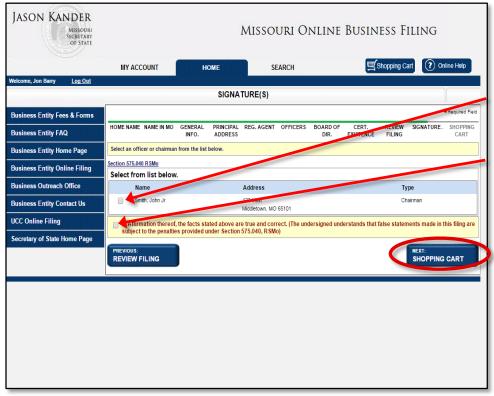
Once you have uploaded the correct file, click "REVIEW FILING" to continue.



Review all information for accuracy. To make changes to a particular section, click the "Update" button next to that section.

Check the box at the bottom that says "I acknowledge that the information provided above is true and correct".

You may click "SAVE FILING" to save your filing and return to it later, or you may click "SIGNATURE(S)" to continue.



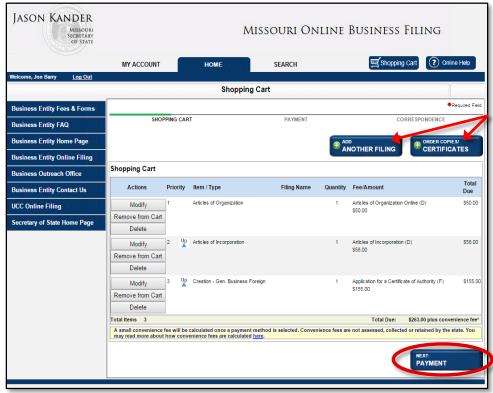
Step 18

One officer must sign the registration documentation.

Select the officer from those listed by checking the box.

Check the box stating "In Affirmation thereof, the facts stated above are true and correct. (The undersigned understands that false statements made in this filing are subject to penalties provided under Section 575.040, RSMo).

To continue, click "SHOPPING CART".



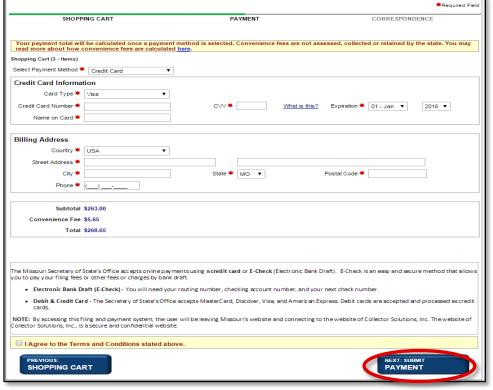
Step 19a

From the shopping cart you will have the opportunity to review and modify the current filing.

If you need to add another filing or order copies/certificates, you may click the corresponding boxes at the top.

When you are ready to move onto the payment step, click "PAY-MENT."

Note: A small convenience fee will be calculated once the payment method is selected.

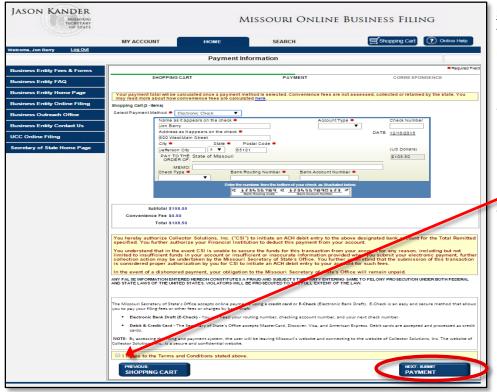


Step 19b

To pay with a credit card, complete all applicable fields.

You will be charged a small convenience fee. The fee is based on the amount of the transaction.

Click the box indicating you agree to the terms and conditions and click "SUBMIT PAYMENT" to continue.



Step 19c

To pay with an electronic check, complete the applicable information.

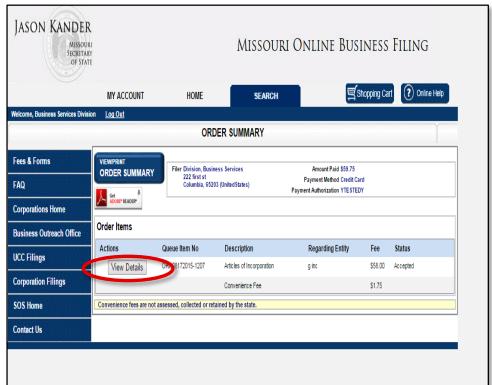
You will be charged a \$.50 convenience fee for using an Electronic Check.

Click the box indicating you agree to the terms and conditions and click "SUBMIT PAYMENT" to continue.

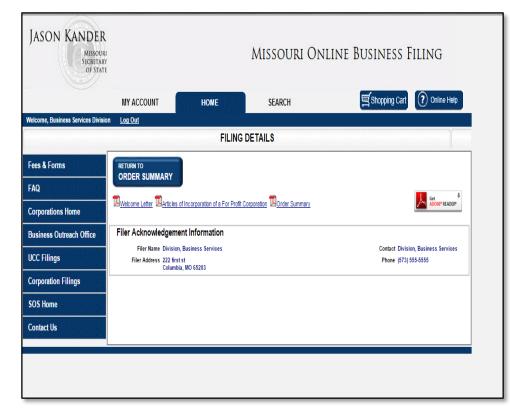


Step 20

After you submit your payment, click "VIEW/PRINT ORDER SUM-MARY" to view a printable pdf of your order summary.



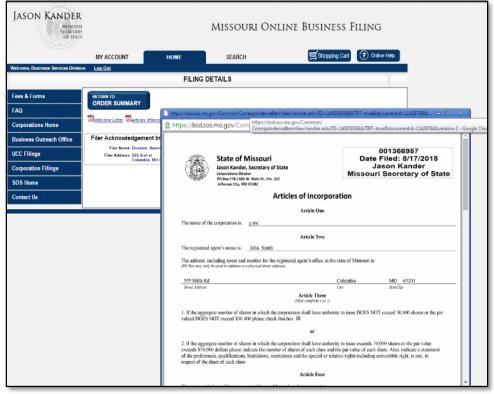
You may click "View Details" to view both the Articles of Incorporation and the Order Summary.



Step 22a

After selecting "View Details", you will see the associated files displayed under the "ORDER SUM-MARY" icon.

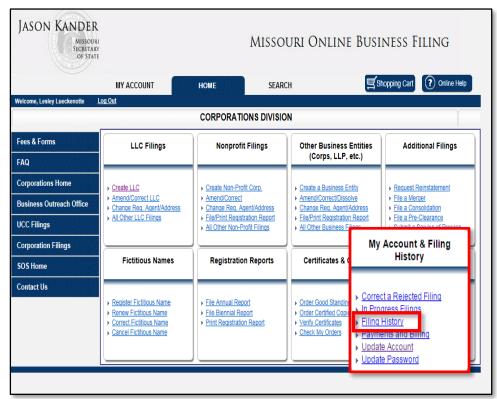
Click on any one of the pdfs to view and print them (example in Step 24(b)).



Step 22b

Clicking on one of the files will bring up a pdf in the browser.

- If you mouse over the pdf, a menu will appear with a print icon and a save icon. This will look different depending on what browser you are using.
- You may save your file to your computer or print it.



Step 23 (Optional)

If in the future you need to go back and print or view your filed documents again, you may do so by going to the "My Account & Filing History" box from the "Home" page and clicking "Filing History."

Additional Reporting Requirements

Do for-profit corporations have to renew? Yes.

Do for-profit corporations have to file Annual Registration Reports?

Yes. For your convenience, we have created a guide to filing the **Annual Registration Report** online.

What are the other reporting requirements for for-profit corporations?

General for-profit businesses must amend any changes to their articles and report any changes to their registered agents.

Please call 1-866-223-6535 or email us at corporations@sos.mo.gov if you have any questions about the registration process.

Resources for Entrepreneurs and Business Owners

Below are just a few links to the resources available to you when starting and growing a business in Missouri. Take some time to review these sites and take advantage of the many opportunities available to you.



www.ded.mo.gov

The Missouri Department of Economic Development has numerous resources for new and existing businesses. You can find a comprehensive list of all state business assistance programs and incentives at https://ded.mo.gov/businesses/BusinessAssistance.aspx



www.business.mo.gov

The Missouri Business Portal offers many resources to help businesses of all sizes and in all industries start, grow and manage their businesses. You can find educational resources about entrepreneurship to listings of hundreds of available shovel-ready sites and development properties.



www.mosourcelink.com

Focused on helping businesses and nonprofits in the startup and growth phases of their life cycle, MOSourceLink brings together resources from across the state. You can find information about how to evaluate your business idea: http://www.mosourcelink.com/startup/evaluate-your-idea and help finding free business counselors in your area using TheResourceNavigator: http://www.mosourcelink.com/startup/meet-with-a-counselor, http://www.mosourcelink.com/resources/find-a-resource